



BOARD OF GOVERNORS  
OF THE  
**FEDERAL RESERVE SYSTEM**  
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE  
TO THE BOARD

April 3, 1997

Mr. Noel H. Nation  
Baker & McKenzie  
701 Brickell Avenue  
Barnett Tower, Suite 1600  
Miami, Florida 33131

Dear Mr. Nation:

The Secretary of the Board of Governors of the Federal Reserve System, acting pursuant to authority delegated by the Board, and having considered the record of this notice in light of the relevant statutory factors, has approved the notice, filed pursuant to section 4 of the Bank Holding Company Act ("BHC Act") (12 U.S.C. § 1843) by the notificants listed in the Appendix (collectively, "Notificants"), to acquire, through HONOR Technologies, Inc., Maitland, Florida ("HTI"), 9.1 percent of the shares of Card Alert Services, Inc., Arlington, Virginia, and thereby engage in data processing activities.<sup>1/</sup> The Board previously has determined by regulation that the proposed activities are closely related to banking. See 12 C.F.R. 225.25(b)(7).

In approving this transaction, the Secretary has relied on all of the facts of record and all of the representations and commitments made by Notificants and HTI in the notice and in related correspondence. These commitments are conditions imposed in writing in connection with the findings and decision herein, and, as such, may be enforced under applicable provisions of law.

Approval of this notice is subject to the Board's authority to require reports by, and make examinations of, holding companies and their subsidiaries


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<sup>1/</sup> Card Alert Services, Inc., provides debit card security services through the maintenance of a nationwide electronic database that assists financial institutions in the detection of debit card fraud.

and to require such modification or termination of activities of a holding company or any of its subsidiaries as the Board finds necessary to assure compliance with, and to prevent evasion of, the BHC Act and the Board's regulations and orders issued thereunder.

Notificants' indirect acquisition of an ownership interest in Card Alert Services, Inc., should be consummated within three months after the effective date of this order, unless such period is extended by the Federal Reserve Bank of Richmond. In connection with these provisions, advice of the fact of consummation should be given in writing to the Reserve Bank.

Very truly yours,

A handwritten signature in black ink, appearing to read "Jennifer J. Johnson", with a long, sweeping horizontal line extending to the right.

Jennifer J. Johnson  
Deputy Secretary of the Board

cc: Federal Reserve Bank of Richmond  
Department of Justice  
Office of the Comptroller of the Currency  
Office of Thrift Supervision  
Federal Deposit Insurance Corporation

APPENDIX

The following bank holding companies join in the notice to indirectly acquire, through HTI, 9.1 percent of the shares of Card Alert Services, Inc.:

Barnett Banks, Inc., Jacksonville, Florida  
Crestar Financial Corporation, Richmond, Virginia  
First Union Corporation, Charlotte, North Carolina  
NationsBank Corporation, Charlotte, North Carolina  
Southern National Corporation, Winston-Salem, North Carolina  
Wachovia Corporation, Winston-Salem, North Carolina